

**MANSFIELD DOWNTOWN PARTNERSHIP
BOARD OF DIRECTORS
SPECIAL MEETING
GOVERNANCE TASK FORCE
Tuesday, October 11, 2016
Mansfield Downtown Partnership Office
23 Royce Circle**

4:00 PM

MINUTES

Present: Steve Bacon, June Krisch, Betsy Paterson and Diana Pelletier

Staff: Cynthia van Zelm, John Zaccaro (Partnership attorney)

Guest: Francine Christiansen with Christiansen Consulting

1. Call to Order

Steve Bacon called the meeting to order at 4:02 pm.

2. Approval of August 16, 2016 Minutes

June Krisch made a motion to approve the August 16, 2016 Governance Task Force minutes. Betsy Paterson seconded the motion. The motion was approved with abstentions from Ms. Krisch and Diana Pelletier.

3. Proposed Bylaw Changes

The Task Force reviewed the proposed Bylaws changes that Executive Director Cynthia van Zelm, Partnership attorney John Zaccaro, and strategic planning consultant Francine Christiansen proposed.

The Task Force discussed whether the Articles of Incorporation need to be changed since the Partnership is not necessarily assisting with economic development at Four Corners and King Hill Road. Mr. Zaccaro confirmed that changes to the Articles would require a vote of the Partnership membership. He will review and bring a proposal to the next Governance Task Force meeting.

Task Force members encouraged President Steve Bacon to ask Board members to serve on task forces, and the group agreed that task forces should be set at an odd number so there would not be the chance for a tie vote.

Ms. Christiansen will provide some templates for financial policies.

At the Task Force's suggestion, Ms. van Zelm will make the suggested changes to the Bylaws and have them ready for initial review by the Board at its November meeting. The goal would be for final adoption at the December Board meeting.

4. Governance Task Force Timelines/Next Steps

Ms. Christiansen said she has started a Governance Manual for the Partnership and went over the key components she is proposing. The Task Force will review in more detail at its next meeting.

Ms. Paterson suggested that Ms. van Zelm request that Town Manager Hart include the Strategic Plan in the Town Council communications. Ms. van Zelm will ask Kathleen Paterson, Partnership Communications and Special Projects Manager, to include an article about the strategic plan in the next Partnership newsletter.

5. Adjourn

Ms. Paterson made a motion to adjourn. Ms. Pelletier seconded the motion. The motion was approved and the meeting adjourned at 6:07 pm.

Minutes taken by Cynthia van Zelm.